

Constitution of the St James's Action Group

1 Definitions

In this constitution the following terms shall have the following meanings.

- (a) "Action Group" shall mean the St James's Action Group.
- (b) "Area" shall mean the St James's area as defined in Clause 2.
- (c) "Objectives" shall mean the objectives of the Action Group as defined in Clause 3.
- (d) "Powers" shall mean the powers of the Action Group as defined in Clause 4.
- (e) "Members" shall mean the members of the Action Group as defined in Clauses 5.1 and 5.2.
- (f) "Officers" shall mean the Officers of the Action Group as defined in Clause 6.

2 Definition of the St James' area

The St James's area shall be defined as all that area of Brighton falling within the following extended lines:

- (a) To the south. An extended line running along the centre of Madeira Drive.
- (b) To the east. An extended line running along the centre of Bedford Street and the centre of Upper Bedford Street.
- (c) To the north. An extended line running along the centre of Eastern Road and the centre of Edward Street.
- (d) To the west. An extended line running along the centre of Pavilion Parade and the centre of Old Steine.

3 Objectives of the Action Group

The Group shall be known as the St James's Action Group, and its objectives shall be:-

- (a) to help make the area a vibrant, safe, pleasant and enjoyable environment for its residents, traders, shoppers, visitors and others using the area;
- (b) to formulate views on any major planned developments likely to have a significant impact on the social and physical environment of the area, or on the safety and well-being of its residents, traders, shoppers, visitors and other users of the area and to make those views known to the appropriate authorities;
- (c) to encourage and promote activities which will sustain and enhance the economic viability of the area;
- (d) to develop ideas and events aimed at enhancing the environment of the area for the benefit of those using the area;

(e) to co-operate with public and private bodies, charitable organisations, youth and other groups to develop economic, social, safety and environmental improvement projects within the area.

4 Powers of the Action Group

In furtherance of the objectives set out in Clause 3, but not otherwise, the Action Group shall have the power to:

- (a) raise, receive, solicit or borrow funds or levy subscriptions;
- (b) invest or place on deposit any funds not immediately required for the furtherance of its objectives;
- (c) purchase, rent, lease, hire or otherwise acquire the use of equipment, land, accommodation or property;
- (d) sell, lease, hire, rent, or otherwise turn to account any or all of its property or assets;
- (e) collect, seek, exchange and disseminate information;
- (f) write, print, produce, publish and disseminate, papers, pamphlets, books, audio/visual or other documents;
- (g) organise meetings and events;
- (h) arrange insurance to indemnify its Officers, members, and voluntary workers from and against all risks incurred in the legal performance of their duties;
- (i) reimburse its Officers, members, and voluntary workers for monetary expenses incurred in the performance of their duties.

5 Membership of the Action Group

5.1 Ordinary membership

Ordinary membership of the Action Group shall be open to:-

- (a) all persons aged 18 years and over who either:-
 - (i) reside in the area;
 - (ii) own or operate a business, a profession, or a trade in the area;
 - (iii) own, lease or rent residential or commercial property in the area;
- (b) one representative from each major and duly constituted charitable, conservation, educational, recreational, religious, social, trading or youth organisation operating in the area;
- (c) the elected Ward Councillors for those Wards of Brighton & Hove Council in which the area falls.

5.2 Co-opted membership

The Action Group shall have the power to co-opt as members persons from inside or outside the area. Co-options shall be for one year and shall be reviewed at the Annual General Meeting.

In co-opting members, the Action Group must be satisfied that such members subscribe to the objectives of the Action Group and have a legitimate and demonstrable reason for being members of the Action Group. In order to encourage the participation of younger people in the work of the Action Group, co-opted membership shall be open to persons of any age.

6 Officers of the Action Group

(a) The Officers of the Action Group shall comprise the Chairman; the Vice Chairman; the Minute Secretary; the Treasurer and the Membership Secretary. These terms shall have no gender implications.

(b) The Officers shall be elected at the Annual General Meeting (as defined in Clause 8.2) by and from the membership of the Action Group (as defined in Clauses 5.1 and 5.2). Officers shall serve from the date of their election until the end of the next ensuing Annual General Meeting. Officers shall be eligible for re-election.

(c) If an Officer resigns from or otherwise vacates his or her post in between meetings of the Action Group, the Chairman shall appoint an Acting Officer to fill the vacancy. In the event of the Chairman resigning or otherwise vacating his or her post, the Vice Chairman shall become Acting Chairman. Any Acting Officer shall serve only until the next ensuing meeting of the Action Group. At that meeting, the Action Group shall elect Officers to fill any vacancies. Any Acting Officer shall be eligible to stand for election.

7 Duties of Officers of the Action Group

(a) The Chairman shall Chair meetings of the Action Group. If urgent decisions are required, and there is insufficient time to call an EGM of the Action Group to discuss them, the Chairman - in consultation with the other Officers and other persons if appropriate - shall be authorised to take a decision on behalf of the Action Group. Any decisions taken shall be reported to the next available meeting of the Action Group.

(b) In the event of the absence or incapacity of the Chairman, the Vice Chairman shall exercise the powers of the Chairman as set in Clause 7(a).

(c) The Treasurer shall be responsible for managing the financial affairs of the Action Group in accordance with the Financial Regulations set out in Clause 12. The Treasurer shall submit accounts and draft budgets to the Annual General Meeting in accordance with Clause 12(h) of the Financial Regulations. The Treasurer shall co-ordinate and manage the fund raising activities of the Action Group.

(d) The Minute Secretary shall convene all meetings of the Action Group in accordance with Clause 8. The Minute Secretary shall prepare minutes of meetings of the Action Group, and shall prepare such other documents as the Chairman believes necessary to facilitate the smooth operation of the Action Group. The Minute Secretary shall devise for planning purposes an annual calendar of meetings of the Action Group. At least two weeks' notice of meetings shall be given

(e) The Membership Secretary shall maintain a register of member of the Action Group and shall correspond with members on all aspects of their membership.

8 Meeting of the Action Group

8.1 Attendance at meetings

- (a) All members shall be entitled to attend all meetings of the Action Group unless suspended from membership in accordance with Clause 10.
- (b) Officers of Brighton & Hove Council and Brighton Police shall attend as non-members to answer questions, offer advice and otherwise assist the Action Group.
- (c) Other non-members may attend with the prior permission of the Chairman if the Chairman believes that these persons have an important contribution to make to the effective conduct of the business of the Action Group.

8.2 Annual General Meeting

The Action Group shall normally hold its Annual General Meeting (AGM) one month after the close of the Action Group's Accounting Period as defined in Clause 12(a). At that meeting the Action Group shall:-

- (a) elect Officers to serve until the next AGM;
- (b) elect members to serve on any subcommittee;
- (c) review the membership of the Action Group and consider co-options as appropriate;
- (d) consider the financial position of the Action Group in accordance with Clause 12(h) of the Financial Regulations;
- (e) consider any proposed amendments to the constitution;
- (f) consider any other matters that fall within the objectives of the Action Group.

8.3 Ordinary General Meetings

Ordinary General Meetings (OGMs) shall be held as and when required. These meetings shall conduct the routine business of the Action Group and shall receive reports from Officers and from any subcommittees on planned or ongoing activities of the Action Group. The Treasurer shall report on the current financial position of the Action Group to each OGM.

8.4 Extraordinary General Meetings

The holding of Extraordinary General Meetings (EGMs) shall be authorised by:-

- (i) the Chairman or;
- (ii) the Minute Secretary, on the written request of any five members of the Action Group.

EGMs shall only be called if the matters to be discussed are so urgent that to delay their discussion to the next OGM would adversely affect the ability of the Action Group to fulfill its objectives as set out in Clause 3.

9 Standing Orders for the conduct of meetings of the Action Group

(a) In accordance with Clause 7(a), the Chairman shall Chair meetings of the Action Group. In accordance with Clause 7(b), the Vice Chairman shall Chair the meeting in the absence of the Chairman. In the absence of both of these Officers, the Action Group shall elect a Chairman to preside at that meeting only.

(b) In accordance with Clause 7(d), the Minute Secretary shall keep minutes of the proceedings of each meeting of the Action Group and shall normally submit those minutes for approval to the next meeting of the Action Group.

(c) A quorum shall be present when 15 or more members of the Action Group are present. Decisions binding on the Action Group shall only be taken when a quorum is present. In the absence of a quorum, the meeting may proceed, but any collective views expressed or decisions taken shall not be binding on the Action Group as a whole and shall be submitted for ratification to the next available meeting of the Action Group.

(d) If a member cannot attend a meeting of the Action Group, or any of its subcommittees of which they are a member, they shall not be entitled to send a proxy to speak and vote on their behalf.

(e) Only members of the Action Group (as defined in Clauses 5.1 and 5.2) shall be eligible to vote at meetings. Each member shall have one vote. In the event of an equality of votes on any matter, the Chairman shall have a second - or casting - vote.

(f) Members of the Action Group - or non-members present at meetings of the Action Group - who wish to speak shall signal their wish to the Chairman and shall wait until invited by the Chairman to make their contribution. Speakers shall identify themselves for the benefit of others present, and shall state whether they are attending as a member or a non-member.

(g) If any member or officer is speaking, writing, or voting on any item in which they have a direct or indirect pecuniary interest, they shall declare that interest when writing and before speaking or voting on the item.

10 Suspension from membership of the Action Group

(a) In the conduct of business by the Action Group, or at any of its meetings or events, racist, sexist, homophobic, abusive, violent or disruptive language or behaviour shall not be tolerated. Members of the Action Group indulging in such language or behaviour may be suspended from membership of the Action Group.

(b) Members facing suspension shall be informed by the Membership Secretary of this fact, and shall have the right to explain their actions to the meeting of the Action Group which is considering their suspension.

(c) Any suspension of a member of the Action Group shall be by a majority vote at a meeting of the Action Group at which a quorum is present. Any suspension shall be for a defined period.

11 Establishment of Subcommittees by the Action Group

The Action Group shall have the power to establish such subcommittees as may be required to assist in discharging its objectives as set out in Clause 3 or the operation of its powers as set out in Clause 4. The terms of reference, chairmanship and membership of each subcommittee shall be determined by the Action Group.

Subcommittees shall report their discussions and recommendations to the next available meeting of the Action Group.

12 Financial regulations of the Action Group

(a) The Accounting Period of the Action Group shall run from 1 April in one year through to 31 March in the next year.

(b) The Action Group shall hold a current bank account in its own name.

(c) All funds allocated to the Action Group shall be paid into the account, and only funds allocated to the Action Group shall be paid into the account.

(d) Funds shall only be used in pursuance of the objectives of the Action Group as set out in Clause 3 and in accordance with the powers of the Action Group set out in Clause 4 and not otherwise. The financial affairs of the Action Group shall be managed in a prudent and proper manner.

(e) All of the Officers shall be authorised signatories to the Action Group's bank account. Any withdrawals from the bank account shall be against a cheque signed by any two Officers of the Action Group, one of whom shall normally be the Treasurer. The records shall make it clear for what purpose the withdrawal is being made.

(f) The Treasurer shall keep proper accounts of all income and expenditure and shall arrange for the annual accounts to be independently audited by a qualified person at the close of the Action Group's accounting period.

(g) The fund-raising activities of the Action Group shall be co-ordinated and overseen by the Treasurer who shall ensure that they comply with the objectives of the Action Group and with its Financial Regulations.

(h) At the AGM the Treasurer shall present a report on the financial position of the Action Group. This report shall comprise:-

- (i) an account of income and expenditure; a balance sheet for the previous accounting period and; a bank statement showing the balance in the account at the end of the accounting period;
- (ii) a report on fund-raising activities;
- (iii) a draft budget for the current accounting period. This budget shall set out the projected income, its sources, and the projected expenditure.

13 Dissolution of the Action Group

If the Action Group decides for whatever reason that it has either fulfilled its objectives or is unable to meet its objectives, it shall consider a motion for dissolution. Such a motion shall be considered by an EGM called by the Minute Secretary solely for that purpose. The calling of such a meeting shall be widely publicised, including in the local press. Any motion for dissolution must be submitted to the Minute Secretary 28 days before it is due to be considered.

A motion for dissolution shall be carried by a simple majority of members present and voting at a meeting at which a quorum is present. If no quorum is present, a second meeting shall be called 28 days later to reconsider the motion. If no quorum is present at this second meeting, the Standing Order requiring a quorum shall be automatically waived. If the motion for dissolution is then passed by a majority of those present and voting, the Action Group shall be deemed to have been dissolved.

On dissolution, the assets of the Action Group (after deductions for outstanding debts) shall be liquidated by the Officers prior to their formal resignation. The remaining liquid assets (if any) shall as far as is practicable be returned to the original donors of those assets. Any residual assets shall be donated to charity. Any meeting considering a motion for dissolution shall also decide to which charities such residual liquid assets should be donated.

13 Amendments to the constitution of the Action Group

Any proposed amendments or alterations to the constitution of the Action Group shall be submitted to the Minute Secretary 28 days in advance of the meeting at which they are to be discussed. Amendments or alterations shall only be adopted when supported by a two-thirds majority of those present and voting at the AGM of the Action Group.

This constitution was adopted on 28 February 2000

Signed

Position